

UNITED STATES BANKRUPTCY COURT Southern District of New York		VOLUNTARY PETITION
Name of Debtor (if individual, enter Last, First, Middle): Atari, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 13-3689915		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 475 Park Avenue South New York, New York <div style="text-align: right;">ZIP CODE 10016</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: New York		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>		
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 </div> <div> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding </div> </div>
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). <hr style="border-top: 1px dashed black;"/> Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> 1-49</div> <div><input type="checkbox"/> 50-99</div> <div><input type="checkbox"/> 100-199</div> <div><input checked="" type="checkbox"/> 200-999</div> <div><input type="checkbox"/> 1,000-5,000</div> <div><input type="checkbox"/> 5,001-10,000</div> <div><input type="checkbox"/> 10,001-25,000</div> <div><input type="checkbox"/> 25,001-50,000</div> <div><input type="checkbox"/> 50,001-100,000</div> <div><input type="checkbox"/> Over 100,000</div> </div>		
Estimated Assets <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>		
Estimated Liabilities <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>		

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Atari, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: None		Case Number:	Date Filed:
Location Where Filed:		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Attachment 1		Case Number:	Date Filed:
District: Southern District of New York		Relationship:	Judge:
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
<p style="text-align: center;">Exhibit C</p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>			
<p style="text-align: center;">Exhibit D</p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</p>			
<p style="text-align: center;">Information Regarding the Debtor - Venue (Check any applicable box.)</p> <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<p style="text-align: center;">Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: right; margin-right: 100px;">_____ (Name of landlord that obtained judgment)</p> <p style="text-align: right; margin-right: 100px;">_____ (Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>			

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): Atari, Inc.
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X <u>Peter S. Partee, Sr. / ca</u> Signature of Attorney for Debtor(s) Peter S. Partee, Sr. Printed Name of Attorney for Debtor(s) Hunton & Williams LLP Firm Name 200 Park Avenue, 53rd Floor New York, New York 10166 Address (212) 309-1000 Telephone Number _____ Date <u>01/21/13</u></p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>Robert A. Mattes</u> Signature of Authorized Individual Robert A. Mattes Printed Name of Authorized Individual Chief Financial Officer Title of Authorized Individual _____ Date <u>01/21/13</u></p>	

ATTACHMENT 1

Pending Bankruptcy Cases Filed by any Affiliate of this Debtor

On the date hereof, each of the below-listed entities, including this Debtor, filed their respective voluntary petitions for relief under chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York:

ENTITY NAME	EIN
Atari, Inc. (LEAD CASE)	13-3689915
Atari Interactive, Inc.	04-3295411
Humongous, Inc.	41-2184504
California U.S. Holdings, Inc.	77-0526093

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

ATARI, INC.,

Debtor.

) Chapter 11
)
)

) Case No. 13-_____ (____)
)
)

ORDER SCHEDULING INITIAL CASE CONFERENCE

The debtor and debtor-in-possession in the above-captioned case (the “Debtor”), having filed a petition for reorganization under chapter 11 of the United States Bankruptcy Code on January 21, 2013, and the Court having determined that a case management conference will aid in the efficient conduct of the case, it is:

ORDERED, pursuant to 11 U.S.C. § 105(d), that an initial case management conference will be conducted by the undersigned Bankruptcy Judge in Room ____, Alexander Hamilton Custom House, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 on _____, **2013 at 10:00 a.m.**, or as soon thereafter as counsel may be heard, to consider the efficient administration of the case, which may include, inter alia, such topics as retention of professionals, creation of a committee to review budget and fee requests, use of alternative dispute resolution, timetables, and scheduling of additional case management conferences; and it is further

ORDERED, that the Debtor shall give notice by mail of this order at least seven days prior to the scheduled conference to each committee appointed to serve in the case pursuant to 11 U.S.C. § 1102 (or, if no committee has been appointed, to the holders of the ten largest unsecured claims), the holders of the five largest secured claims, any postpetition lender to the

Debtor, and the United States Trustee for the Southern District of New York, and shall promptly file proof of service of such notice with the Clerk of the Court.

Dated: New York, New York
January __, 2013

THE HONORABLE [_____]]
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

ATARI, INC.,

Debtor.

) Chapter 11

) Case No. 13-_____ (____)

LIST OF EQUITY SECURITY HOLDERS

Atari, Inc. (the "Company") hereby files its List of Equity Security Holders pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure. This list represents the Company's equity security holders as of January 21, 2013.

<u>Holder</u>	<u>Kind</u>	<u>Percentage of Outstanding Interests</u>
California U.S. Holdings, Inc. 475 Park Avenue South New York, New York 10016	Common Stock	100%

ATARI, INC.

UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS IN LIEU OF MEETING

The undersigned, being all of the directors (the “Directors”) of Atari, Inc. (the “Company”), a Delaware corporation, acting by unanimous written consent of the Company, waive notice of time, place and purpose of a meeting of the Board of Directors and hereby consent in writing and agree to the following actions with the same force and effect as if approved by unanimous vote at a duly constituted meeting of the Board of Directors and direct that this document be delivered to the Company for inclusion in the minutes of proceedings of that Board of Directors – all pursuant to the provisions of Section 141(f) of the General Corporation Law - or filing with the records of the Company:

WHEREAS, the Board of Directors has reviewed and considered the financial and operational condition of the Company and the Company’s business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, the market for the Company’s products and services, and credit market conditions; and

WHEREAS, the Board of Directors has received, reviewed and considered the recommendations of senior management of the Company and the Company’s legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of Title 11 of the United States Code (the “Bankruptcy Code”);

NOW, THEREFORE, BE IT RESOLVED, that in the good faith business judgment of the Board of Directors, it is in the best interest of the Company, its creditors, employees, stakeholders and other interested parties, that a voluntary petition for relief under chapter 11 of the Bankruptcy Code be filed by the Company in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”); and it is

RESOLVED FURTHER, that each of the officers of the Company and any of their designees (collectively, the “Officers”) shall be and hereby are authorized, empower and directed, in the name and on behalf of the Company, (i) to execute and verify a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court commencing a case (the “Chapter 11 Case”), in such form and at such time as such Officer executing the petition shall determine; and it is

RESOLVED FURTHER, that the Officers shall be and hereby are authorized, empowered and directed, on behalf of and in the name of the Company, to execute and verify all necessary documents, including, without limitation, a plan of reorganization and disclosure statement, and all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers, and in that connection to employ and retain all assistance by legal counsel or other professionals and to take any and all actions which they deem necessary and proper in connection with the Chapter 11 Case contemplated hereby, with a view to the successful prosecution of such case; and it is

RESOLVED FURTHER, that the Officers shall be and hereby are authorized, empowered and directed to employ, on behalf of the Company, the law firm of Hunton & Williams LLP under a special advance payment retainer as general bankruptcy counsel to the Company and in other related matters on such terms and conditions as the Officers of the Company shall approve; and it is

RESOLVED FURTHER, that the Officers shall be and hereby are authorized and empowered to employ, on behalf of the Company, such other counsel, financial advisors or other professionals as may be prudent and desirable in connection with the Chapter 11 Case on such terms and conditions as the Officers of the Company shall approve; and it is

RESOLVED FURTHER, that all acts lawfully done or actions lawfully taken by any Officer to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 Case, or matters related thereto shall, be and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is

RESOLVED FURTHER, that the Company, as debtor and debtor-in-possession under the Bankruptcy Code, shall be, and hereby is, authorized to: (a) borrow funds from, provide guaranties to and undertake related financing transactions (collectively, the “Financing Transactions”) with such lender and on such terms as may be approved by any one or more of the Officers, as reasonably necessary for the continuing conduct of the affairs of the Company; and (b) pay related fees and grant security interests in and liens upon some, all or substantially all of the Company’s assets, as may be deemed necessary by any one or more of the Officers in connection with such borrowings; and it is

RESOLVED FURTHER, that the Officers shall be, and hereby are authorized, empowered and directed in the name of, and on behalf of, the Company, as debtor and debtor-in-possession, to take such actions and execute and deliver such agreements, certificates, instruments, guaranties, notices and any and all other documents as the Officer may deem necessary or appropriate to facilitate the Financing Transactions (collectively, “Financing Documents”); and it is

RESOLVED FURTHER, that (a) Financing Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Officers are hereby approved; and (b) the actions of each of the Officers taken pursuant to this resolution, including the execution and delivery of all agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of the approval thereof by such Officers and by the Company; and it is

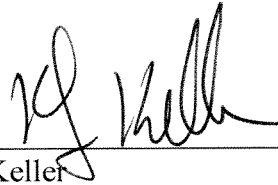
RESOLVED FURTHER, that any and all past actions heretofore taken by Officers of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved; and it is

RESOLVED FURTHER, that the Directors hereby authorize and direct each of the Officers, in the name and on behalf of the Company or otherwise and under the seal of the Company or otherwise, to execute and deliver all such agreements, certificates, documents, instruments and notices and to take all other actions and to do all other things as each such

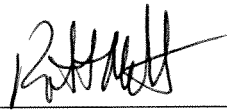
Officer in his or her sole discretion may deem necessary or appropriate in order to carry out and effect the foregoing resolutions, and hereby ratifies and confirms any and all such actions.

This Unanimous Written Consent of the Directors may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document.

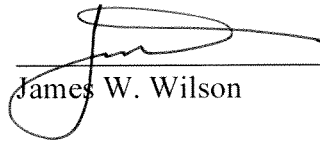
IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Directors as of January 20, 2013.



Kristen J. Keller



Robert A. Mattes



James W. Wilson

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

ATARI, INC.,

Debtor.

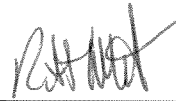
)
) Chapter 11
)
) Case No. 13-_____ (____)
)
)
)

CORPORATE OWNERSHIP STATEMENT

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1 and Local Bankruptcy Rule 1007-3, Atari, Inc. certifies that the following is a complete and accurate list of corporations that own 10% or more of any class of its equity interests:

California U.S. Holdings, Inc.
475 Park Avenue South
New York, New York 10016

Atari, Inc.

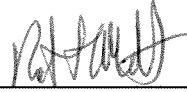


Name: Robert A. Mattes

Title: Chief Financial Officer

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF ATARI, INC.**

I, Robert A. Mattes, an authorized signatory of Atari, Inc., named as a debtor and debtor-in-possession in this case, declare under the penalty of perjury pursuant to 28 U.S.C. § 1746 that I have read the foregoing voluntary petition and attachments and they are true and correct to the best of my information and belief.

A handwritten signature in black ink, appearing to read 'Robert A. Mattes', is written above a horizontal line.

Name: Robert A. Mattes
Authorized Signatory